

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

DOCKET NO. 99-00909

**ISSUES SUBMITTED BY TIME WARNER TELECOM OF THE
MID-SOUTH, L.P., TIME WARNER COMMUNICATIONS
OF THE MID-SOUTH, L.P., AND THE TENNESSEE CABLE
TELECOMMUNICATIONS ASSOCIATION**

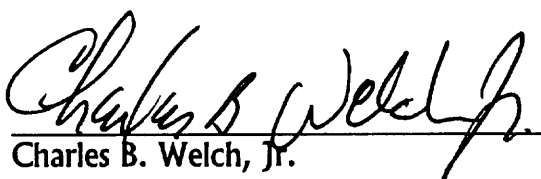
1. Does the Memphis Light Gas & Water ("MLG&W") ownership interest in Memphis Networkx, L.L.C. ("Networkx") violate Article 2, Section 29 of the Tennessee Constitution?
2. To what extent, if any, is MLG&W's authorization to offer telecommunications services affected by its charter and that of the City of Memphis?
3. Insofar as the requirements of MLG&W are concerned, what will be the difference, if any, between what is required of Memphis Networkx and other private investor-owned telecommunications providers?
4. Should the creation of the Networkx joint venture be approved by the TRA pursuant to Tennessee Code Annotated ("TCA") § 7-52-103(d)?
5. Has Networkx taken any action consistent with its business plan to offer telecommunications services that requires regulatory approval without the benefit of such approval?
6. What rules and/or reporting requirements are necessary to insure that Memphis Networkx will comply with TCA §7-52-402(2)?

EXHIBIT

"A"

7. What rules are necessary to insure Memphis Networkx compliance with TCA §7-52-404?
8. What rules and/or requirements are necessary to insure that start up expenses, already incurred, are correctly identified and properly allocated?
9. What rules and/or reporting requirements are necessary to insure Memphis Networkx compliance with TCA § 7-52-405?
10. Is MLG&W's representation that it will conduct its business transactions with Networkx "at arms length at market rates" (Application and Joint Petition, ¶ 9A) sufficient to prevent anti-competitive practices prohibited by TCA § 65-5-208(c)? If not, what rules and/or reporting requirement should be adopted?

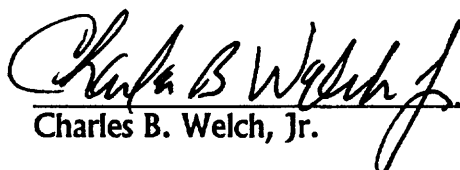
Respectfully submitted,
**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**



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CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing has been forwarded, via U.S. Mail, prepaid to D. Billye Sanders, Waller Lansden Dortch & Davis, PLLC, 511 Union Street, Suite 2100, Nashville, Tennessee 37219-8966 and John Knox Walkup, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219-1750, on this the 15th day of February 2000.



Charles B. Welch, Jr.